

KTBN-TV, SANTA ANA, CALIFORNIA
FCC FORM 396 (page 5)

Paragraph 1. KTBN provides on the job training and seminars in equipment maintenance and operation. Minority and female employees have upgraded their qualifications through this process. Similarly, professional employees are encouraged to attend continuing education courses to update and improve their abilities.

Paragraph 2. While KTBN has sufficient numbers of minorities and women applying for positions, it seems fewer than the station would like ultimately accept employment. The reason for this seems to rest upon the fact that the station is not-for-profit, and higher paying positions are available through competing for-profit stations in the area.

Paragraph 3. KTBN will continue to strive to contact new organizations that may provide referrals of qualified minorities and women.

THIS IS TO NOTIFY
YOU OF ACCEPTANCE
FOR FILING OF
APPLICATION
NRCT -830801LU
RECEIVED ON
08/01/83 FOR:
RENEWAL OF LICENSE

CHANNEL: CHAN-40

OPERATION BEYOND
THE LICENSE
EXPIRATION DATE IS
AUTHORIZED PENDING
FINAL DETERMINATION
ON YOUR APPLICATION.

POST THIS CARD WITH
YOUR LICENSE.

COMMISSION
WASHINGTON, D.C. 20540
OFFICIAL BUSINESS
PENALTY FOR PRIVATE USE \$300



POSTAGE AND FEES PAID
FEDERAL COMMUNICATIONS
COMMISSION

TRINITY BROADCASTING NETWORK, INC.
KTBN-TV TV STATION
2442 MICHELLE DRIVE
SANTA ANA, CA 92680

FCC 322 (6-82) NOTIFICATION

THIS IS TO NOTIFY
YOU OF ACCEPTANCE
FOR FILING OF
APPLICATION
RECEIVED ON
03/21/85 FOR:
CONSTRUCTION PERMIT
AND LICENSE

FREQUENCY: 6700MHZ
ASSOC. CALL: KT9N-TV

LOCATION: SANTA ANA, CA

THIS NOTICE DOES
NOT IMPLY GRANT OF
APPLICATION, OR
AUTHORITY TO
CONSTRUCT OR
OPERATE THIS
STATION. IN FUTURE
INQUIRIES PLEASE
REFER TO
FILE NUMBER
BPLS -850321MP

FEDERAL COMMUNICATIONS
COMMISSION
WASHINGTON, D.C. 20554
OFFICIAL BUSINESS
PENALTY FOR PRIVATE USE \$300



POSTAGE AND FEES PAID
FEDERAL COMMUNICATIONS
COMMISSION

TRINITY B/C NETWORK INC
850321MP TV STL
C/O 2442 MICHELLE DR
TUSTIN, CA 92680

ROC 372 (8/12) NOTIFICATION

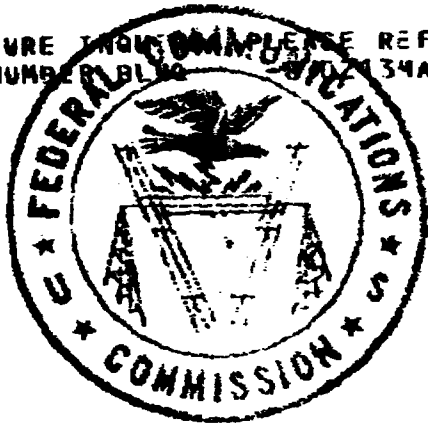
IS IS TO NOTIFY YOU OF ACCEPTANCE
R FILING OF APPLICATION RECEIVED
02/13/87 FOR

LICENSE FOR
NEW STATION

REQUENCY: 180MHZ
SSOC. CALL: KTBW-TV
LOCATION: TUSTIN, CA

THIS NOTICE DOES NOT IMPLY GRANT OF
APPLICATION, OR AUTHORITY TO CON-
STRUCT OR OPERATE THIS STATION.

IN FUTURE INQUIRIES PLEASE REFER TO
FILE NUMBER BL 134A.



FEDERAL COMMUNICATIONS
COMMISSION
WASHINGTON, D.C. 20554
OFFICIAL BUSINESS
PENALTY FOR PRIVATE USE \$300



POSTAGE AND FEES PAID
FEDERAL COMMUNICATIONS
COMMISSION

TRINITY BROADCASTING NETWORK INC
870213MA LOW POWER BROADCAST
2442 MICHELLA DR
TUSTIN, CA 92680

FCC 372 (6/82) NOTIFICATION

FEDERAL COMMUNICATIONS COMMISSION
RADIO BROADCAST STATION LICENSE

SERVICE: AUXILIARY BROADCAST
CLASS: LOW POWER BROADCAST

CALL SIGN: BLPO0802
FILE NO: BLMP-870213MA
ASSOCIATED BROADCAST STATION: KTEM-TV

LICENSEE NAME: TRINITY BROADCASTING NETWORK INC

HOURS OF OPERATION - UNLIMITED

TRANSMITTER LOCATION:
CITY: ST: CNTY:

LATITUDE:
LONGITUDE:

MOBILE AREA OF OPERATION: TUSTIN, CA

SEND TO
TRINITY BROADCASTING NETWORK INC
2442 MICHELLA CR
TUSTIN CA 92680

ANTENNA SYSTEM

GROUND: FT AMSL
OVERALL HEIGHT: FT AG
ANTENNA CENTER OF RADIATION: FT AG
AZIMUTH: TRUE

PAINTING/LIGHTING SPECS: NONE

FREQUENCY(MHZ)	EMISSION	MOBILE RANGE	POWER (WATTS)	TRANSMITTER APPARATUS
180.0000	100F3	4 TO 12	.000	TYPE ACCEPTED

THIS IS NOT AN OFFICIAL CALL SIGN. BUT AN ADMINISTRATIVE CONTROL NUMBER. PLEASE REFER TO THIS NUMBER WHEN REFERENCING THIS STATION
SPECIAL CONDITIONS:

Subject to the provisions of the Communications Act of 1934, as amended, and the Commission Rules, and further subject to conditions set forth in this permit, authority is hereby granted to construct a radio broadcast station located and described as above.
Equipment and program tests shall be conducted only pursuant to Sections 74.13 and 74.14 of the Commission Rules.
This permit shall be terminated if the station is not ready for operation within the time specified or within such further time as the Commission may allow unless completion of the station is prevented by causes not under the control of the licensee. See Section 1.800 of the Commission Rules.

THIS AUTHORIZATION EFFECTIVE: 08/08/87 AND WILL EXPIRE AT 3:00 A.M. EST 12/01/88



FEDERAL
COMMUNICATIONS
COMMISSION

United States of America

FEDERAL COMMUNICATIONS COMMISSION

TELEVISION BROADCAST STATION LICENSE



Official Mailing Address:

TRINITY BROADCASTING NETWORK, INC.
2442 MICHELLE DRIVE
SANTA ANA, CA 92680

Authorizing Official:

Clay C. Pendarvis
Clay C. Pendarvis
Chief, Television Branch
Video Services Division
Mass Media Bureau

Grant Date: 8/28/87

Call sign: KTNB-TV

This license expires 3:00 am.
local time: December 01, 1988

License File No.: BNLCT-840601KJ

Subject to the provisions of the Communications Act of 1934, subsequent acts and treaties, and all regulations heretofore or hereafter made by this Commission, and further subject to the conditions set forth in this license, the licensee is hereby authorized to use and operate the radio transmitting apparatus herein described.

This license is issued on the licensee's representation that the statements contained in licensee's application are true and that the undertakings therein contained so far as they are consistent herewith, will be carried out in good faith. The licensee shall, during the term of this license, render such broadcasting service as will serve the public interest, convenience, or necessity to the full extent of the privileges herein conferred.

This license shall not vest in the licensee any right to operate the station nor any right in the use of the frequency designated in the license beyond the term hereof, nor in any other manner than authorized herein. Neither the license nor the right granted hereunder shall be assigned or otherwise transferred in violation of the Communications Act of 1934. This license is subject to the right of use or control by the Government of the United States conferred by Section 606 of the Communications Act of 1934.

Name of Licensee:

TRINITY BROADCASTING NETWORK, INC.

Station Location:

CA-SANTA ANA

Frequency (MHz): 626.0 - 632.0

LICENSE RENEWAL AUTHORIZATION

THIS IS TO NOTIFY YOU THAT YOUR
APPLICATION FOR RENEWAL OF LICENSE
IS GRANTED ON 11-23-88 FOR A TERM
EXPIRING ON 12-01-93.

CHANNEL: CHAN-40

THIS IS YOUR LICENSE RENEWAL
AUTHORIZATION FOR STATION KTNB-TV

LOCATION: SANTA ANA, CA

THIS IS ALSO IS THE RENEWAL CERTIFICATE
FOR YOUR CURRENTLY AUTHORIZED
AUXILIARY SERVICES

THIS CARD MUST BE POSTED
STATION'S LICENSE CERTIFICATE AND ANY
SUBSEQUENT MODIFICATIONS



FEDERAL COMMUNICATIONS
COMMISSION
WASHINGTON, D.C. 20554

OFFICIAL BUSINESS

PENALTY FOR PRIVATE USE \$300

APR - 6 1989



POSTAGE AND FEE PAID
FEDERAL COMMUNICATIONS
COMMISSION
FCC 615

TRINITY BROADCASTING NETWORK, INC.
KTNB-TV TV STATION
2442 MICHELLE DRIVE
SANTA ANA, CA 92760

Justin

RICHARD G. GAY
JOSEPH E. DUNNE III
COLBY M. MAY
VIRGINIA BAR ONLY

MAY, DUNNE & GAY
ATTORNEYS AT LAW
1156 - 15TH STREET, N.W. RECEIVED
SUITE 515
WASHINGTON, D.C. 20005
(202) 466-6220

AUG 8 1983
OFFICE OF THE SECRETARY
F.C.C.

August 8, 1983

Mr. William J. Tricarico
Secretary
Federal Communications Commission
Washington, D.C. 20554

RE: Trinity Broadcasting Network, Inc., KTBN-TV, Santa Ana,
California, Supplement to Renewal Application filed August
1, 1983

Dear Mr. Tricarico:

Filed herewith, in triplicate, on behalf of the Trinity Broadcasting Network, Inc., permittee of the referenced facilities, is a supplement to its renewal application for KTBN-TV. This supplement consists of its Equal Employment Opportunity Program (FCC Form 396).

If any questions should arise concerning this matter, kindly contact the undersigned directly.

Respectfully submitted,

TRINITY BROADCASTING NETWORK, INC.

BY: 

Colby M. May
Its Attorney

CMM:aeB

cc: Jane Duff (For Public File)
Enclosures

**EQUAL EMPLOYMENT OPPORTUNITY
PROGRAM**

Approved by OMB

3000 - 0113

Expires 12/31/88

CALL LETTERS KTENNAME OF LICENSEE: Trinity Broadcasting Network, Inc.CITY AND STATE WHICH STATION IS LICENSED TO SERVE: Santa Ana, California

SEND NOTICES AND COMMUNICATIONS TO THE FOLLOWING NAMED PERSON AT THE ADDRESS INDICATED BELOW:

NAME Jane Duff STREET ADDRESS 2442 Michelle DriveCITY Tustin STATE CA ZIP CODE 92680TELEPHONE NO. (714) 832-2950**INSTRUCTIONS**

Broadcast station licensees are required to afford equal employment opportunity to all qualified persons and to refrain from discriminating in employment and related benefits on the basis of race, color, religion, national origin or sex. See Section 73.2080 of the Commission's Rules. Pursuant to these requirements, a license renewal applicant who employs five or more full-time station employees must file a program designed to assure equal employment opportunity for women and minority groups (that is, Blacks not of Hispanic origin, Asians or Pacific Islanders, American Indians or Alaskan Natives, and Hispanics). If minority group representation in the available labor force is less than five percent (in the aggregate), a program for minority group members need not be filed. However, a program must be filed for women since they comprise a significant percentage of virtually all area labor forces. If an applicant employs less than five full-time employees, no EEO program for women or minorities need be filed.

NOTE: Check appropriate box, sign the certification below, and return to the FCC:

- ☐ Station employs less than 5 full-time employees; therefore no written program is being submitted.
- ☒ Station employs 5 or more full-time employees. Our 10-point program is attached.

CERTIFICATION

I certify that the statements made herein are true, complete, and correct to the best of my knowledge and belief, and are made in good faith.

Signed and dated this 27 day of July, 19 83Signature: Jane DuffTitle: Vice President

WILLFUL FALSE STATEMENTS MADE ON THIS FORM ARE PUNISHABLE BY FINE AND IMPRISONMENT.
U.S. CODE, TITLE 18, SECTION 1001.

JOSEPH E. DUNNE III
COLBY M. MAY*

* ALSO ADMITTED IN VIRGINIA

MAY & DUNNE
CHARTERED
ATTORNEYS AT LAW
1156 - 15TH STREET, N.W.
SUITE 515
WASHINGTON, D.C. 20005-1704
(202) 223-9013

RICHARD G. GAY
OF COUNSEL

TELECOPIER NO
(202) 223-6992

April 14, 1987

HAND DELIVER

Roy J. Stewart
Chief, Video Services Division
Mass Media Bureau
Federal Communications Commission
1919 M Street, N.W., Room 702
Washington, D.C. 20554

RE: BAPCT-870203KF, Assignment of KMLM(TV), Channel 42, Odessa,
Texas, Alfred H. Roever III (Assignor) to National Minority
TV, Inc. (Assignee)

Dear Mr. Stewart:

In connection with your informal request, I am enclosing copies
of the following charter and operational documents for National
Minority TV, Inc. (NMT) (formerly Translator T.V., Inc.),
assignee in the referenced assignment application:

- (1) A copy of NMT's Articles of Incorporation;
- (2) A copy of NMT's Bylaws; and
- (3) A copy of NMT's September 19, 1980 organizational
minutes.

NMT is governed by the majority action of its directors,
unanimous votes are not required.

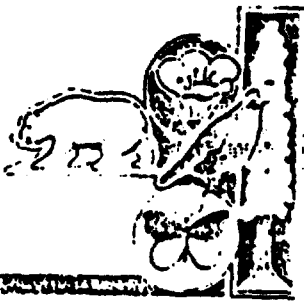
If you have any questions, or additional information is desired,
please do not hesitate to give me a call.

Sincerely,


Colby M. May
Attorney for National Minority
TV, Inc.

CMM:ncbB74
Enclosures

51180



State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

SEP 19 1980



March Fong Eu

Secretary of State

51481

997699

SEP 16 1960

ARTICLES OF INCORPORATION
OF
TRANSLATOR T.V., INC.

ONE: The name of this corporaion is TRANSLATOR T.V., INC.

TWO: This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law primarily for religious purposes.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is:

PAUL CROUCH, 2442 Michelle Drive, Tustin, CA 92680.

FOUR: A. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

FIVE: The property of this corporation is irrevocably dedicated to religious or charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall

ARTICLES OF INCORPORATION OF
TRANSLATOR T.V., INC.
Page Two

be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for religious or charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

Dated: SEPT. 15, 1980

Paul F. Crouch
PAUL F. CROUCH

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

Paul F. Crouch
PAUL F. CROUCH

BYLAWS OF
TRANSLATOR T.V., INC.

I

Principal Office

The principal office for the transaction of the business of the corporation is fixed and located at 2442 Michelle, Tustin, CA. The Board of Directors may at any time from time to time change the location of the principal office from one location to another.

II

Section 1 - Qualifications

The membership of this corporation shall be open to any person who is willing to subscribe to the policies of this corporation, and who is approved by the Board of Directors.

Section 2 - Members

The members of this corporation shall be the persons who from time to time are the members of the Board of Directors of this corporation. Death, resignation, or removal of any director as provided in these bylaws automatically terminates his membership as a member of this corporation. Election of a successor director as provided in these bylaws shall operate to elect that director to membership in this corporation.

Section 3 - Termination of Membership

The membership of any member shall terminate upon occurrence of any of the following events:

- (a) The resignation of the member.
- (b) The death of the member.
- (c) The determination by a majority of the Board of Directors that such termination would be in the best interests of the corporation. Such a determination by a majority of the directors may be without cause.

Section 4 - Manner of Resignation

Except as provided herein, any member may resign, which resignation shall be effective upon giving written notice to the chairman of the board, the president, the secretary of the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a member is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No member may resign if the corporation would then be left without a duly elected director in charge of its affairs, or would otherwise be jeopardized before the law.

III

Directors

Section 1 - Powers

A. Subject to the provisions of the California Nonprofit Corporation Law and any limitations in the Articles of Incorporation and these bylaws relating to action required to be approved by the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

B. Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

1. Select and remove all officers of the corporation; prescribe any powers and duties for them that are consistent with law, with the Articles of Incorporation, and with these bylaws; and fix their compensation.
2. Change the principal executive office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business without or outside the State of California; and designate any place within or outside the State of California for the holding of any Board of Directors' meeting or meeting, including annual meetings.
3. Adopt, make and use a corporate seal, and alter the form of the seal.

- 4.. Borrow money and incur indebtedness on behalf of the corporation, and cause to be executed and delivered for the corporations' purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidences of debt and securities.

Section 2 - Number and Qualification of Directors

The authorized number of directors shall be no more than ten members and at least three members until the number of directors is changed by amendment to these bylaws.

Section 3 - Election And Term of Office of Directors

The term of office of each director shall be three years or until his successor is elected.

Directors shall be elected as necessary at annual meetings; however, if any annual meeting is not held or the directors are not elected at any annual meeting, they may be elected at a special meeting. Each director, including a director elected to fill a vacancy or elected at a special meeting, shall hold office until expiration of the term for which elected and until a successor has been elected and qualified. Directors may succeed themselves.

Section 4 - Vacancies

A. A vacancy or vacancies in the Board of Directors shall be deemed to exist on the termination of any director's membership as provided in Article II, Section 3.

B. No reduction of the authorized number of directors shall have the effect of removing any director before that director's term of office expires.

Section 5 - Place of Meetings; Meetings By Telephone

Regular meetings of the Board of Directors may be held at any place within or outside the State of California. In the absence of specific designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the Board shall be held at any place within or outside the State of California that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation. Notwithstanding the above provisions of this Section 5, a regular or special meeting of the Board of Directors may be held at any

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place consented to in writing by all the board members, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 6 - Annual Meeting

At each annual meeting, the Board of Directors shall elect officers and directors where required and shall transact other business. Notice of this meeting shall not be required.

Section 7 - Regular Meetings

Regular meetings of the Board of Directors shall be held without call at such time as shall from time to time be fixed by the Board of Directors. Such regular meetings may be held without notice.

Section 8 - Special Meetings

A. Special meetings of the Board of Directors for any purpose may be called at any time by the president, or any two directors.

B. Notice.

1. Notice of the time and place of special meetings shall be given to each director by one of the following methods: (a) by personal delivery or written notice; (b) by first-class mail, postage paid; (c) by telephone communication, either directly to the director or to a person at the director's office who would reasonably be expected to communicate such notice promptly to the director; or (d) by telegram, charges prepaid. All such notices shall be given or sent to the director's address or telephone number as shown on the records of the corporation.

2. Notices sent by first class mail shall be deposited into a United States mail box at least four days before the time set for the meeting. Notices given by personal delivery, telephone, or telegraph shall be delivered, telephoned, or given to the telegraph company at least 48 hours before the time set for the meeting.

3. The notice shall state the time and place for the meeting. However, it need not specify the purpose of meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

4. If action is proposed to be taken at any meeting to remove a director, amend the Articles of Incorporation, or voluntarily dissolve the corporation, the notice shall always state the general nature of the proposal.

Section 9 - Quorum

A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 11 of this Article III. Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the California Nonprofit Corporation Law, especially those provisions relating to (a) a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Section 10 - Waiver Of Notice

The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 11 - Adjournment

A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 12 - Notice of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than 24 hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Section 13 - Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board, individually or collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as an unanimous vote of the Board of Directors. Such written consent or consents shall be filed with minutes of the proceedings of the boards.

Section 14 - Proxies

A. Every person entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, type-writing, telegraphic transmission, or otherwise) by the member or the member's attorney in fact.

B. A validly executed proxy that does not state that it is irrevocable shall continue in full force and effect unless (a) revoked by the member executing it, before the vote cast pursuant to that proxy, by a writing delivered to the corporation stating that the proxy is revoked by a subsequent proxy executed by such member, or by personal attendance and voting at a meeting by such member, or (b) written notice of the death or incapacity of the maker of the proxy is received by the corporation before the vote pursuant to that proxy is counted; provided, however, that no proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy. The revocability of a proxy that states on its face that it is irrevocable shall be governed by the provisions of the California Non-profit Corporation Law.

C. In any election of directors, any form of proxy that is marked by a member "withhold," or otherwise marked in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted either for or against the election of a director. Failure to comply with this paragraph shall not invalidate any corporate election taken, but may be the basis for challenging the proxy at a meeting.

D. Any proxy concerning matters requiring a vote of the members of an amendment to the Articles of Incorporation; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets; the merger with another corporation or the amendment of a merger agreement; or the voluntary

dissolution of the corporation shall not be valid unless the proxy sets forth the general nature of the matter to be voted on.

E. A proxy is not revoked by the death or incapacity of the maker or the termination of a member as a result thereof unless, before the vote is counted, written notice of the death or incapacity is received by the corporation.

Section 15 - Fees And Compensation of Directors

Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable.

IV

Committees

Section 1 - Committees of Directors

The president may, by resolution adopted by a majority of the directors then in office, designate one or more committees to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) take any final action on matters which, under the Nonprofit Corporation Law of California, also requires members' approval;
- (b) fill vacancies on the Board of Directors or in any committee;
- (c) fix compensation of the directors for serving on the board or on any committee;
- (d) amend or repeal bylaws or adopt new bylaws;
- (e) amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) appoint any other committees of the Board of Directors or the members of these committees;

- (g) expend corporate funds to support a nominee for director;
- (h) approve any transaction (1) to which the corporation is a part and one or more directors have a material financial interest; or (2) between the corporation and one or more of its directors or between the corporation or any person in which one or more of its directors have a material financial interest.

Section 2 - Meetings And Action of Committees

Meetings and action of committees shall be governed by, and held and taken in accordance with, the provisions of Article III of these bylaws, concerning meetings of directors, with such changes in the context of those bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by the president or by resolution of the Board of Directors, or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings of committees shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The president or the Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these bylaws.

V

Officers

Section 1 - Officers

The officers of the corporation shall be a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board of Directors, a chairman of the board, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provisions of Section 3 of this Article V. Any number of offices may be held by the same person, except that neither the secretary nor the chief financial officer may serve concurrently as either the president or the chairman of the board.

Section 2 - Election of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 3 of this Article V, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 3 - Subordinate Officers

The president, subject to ratification of the Board of Directors, may appoint any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the bylaws or determined from time to time by the Board of Directors.

Section 4 - Removal Of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the board.

Section 5 - Resignation of Officers

Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 6 - Vacancies In Offices

A vacancy in any office because of death, resignation, removal, or any other cause shall be filled only in the manner prescribed in these bylaws for regular appointments to that office.

Section 7 - Responsibilities of Officers

A. Chairman of the board. If such an officer be elected, the chairman of the board shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him by the Board of Directors or prescribed by the bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in paragraph B, below.